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Tarrant County Texas

Official Public Records

1/18/2011 3:41 PM

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Mary Louise Winnick

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AMENDMENT AND EXTENSION OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

§

COUNTY OF TARRANT

§

WHEREAS, between EDWARD G. WINNICK, JR. AND WIFE, CRYSTAL M. WINNICK, whose address is 1705 Skipper Ct., Arlington, TX 76015 ("Lessor") executed that certain Oil, Gas and Mineral Lease dated 20th day of January, 2008, unto Dale Property Services, L.L.C., a NO SURFACE OIL AND GAS LEASE of which is recorded as Document Number D208080797 of the Official Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and,

WHEREAS, all of the rights, title and interest in said Lease were ultimately assigned to and acquired by Chesapeake Exploration, LLC, whose address is 6100 N Western Ave, Oklahoma City, Oklahoma 73118 ("Lessee"); and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below; and,

1) The Lease states that the Lessor(s) is as follows:

Edward Winnick and wife, Crystal Winnick

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The LESSOR IDENTIFICATION within the said Oil and Gas Lease filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Lessor Identification:

Edward Winnick, Jr. and wife, Crystal Winnick

2) The printed names appearing in the Lessor signature block of the Lease were not consistent with the signatures appearing in the Lessor signature block of said Lease.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The PRINTED NAMES appearing in the Lessor signature block within the said Oil and Gas Lease filed in the Official Public Records of Tarrant County, Texas as referenced above are deleted in their entirety and substituted with the following:

Edward G. Winnick, Jr.

Crystal M. Winnick

3) The names appearing in the Lessor acknowledgments in the above described Oil and Gas Lease were not spelled correctly.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The ACKNOWLEDGMENTS within said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas are deleted in their entirety and substituted with the corrected acknowledgment executed at the end of this document.

4) The Lessor(s) names appearing on SCHEDULE "A" of the above described Oil and Gas Lease were not spelled correctly.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The Lessor(s) names within said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas are deleted in their entirety and substituted with the following corrected Lessor(s) names:

Edward G. Winnick, Jr.

Crystal M. Winnick

5) WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional eighteen (18) months as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to July 20, 2012 and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled there with, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as of the Effective Date set forth herein.

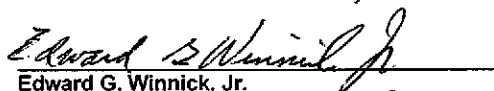
The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

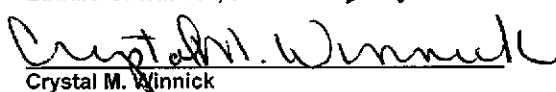
This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 6th day of January, 2011, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

LESSOR(S):

EDWARD G. WINNICK, JR. AND WIFE, CRYSTAL M. WINNICK


Edward G. Winnick, Jr.


Crystal M. Winnick

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____

Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By: _____

Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENT

THE STATE OF TEXAS

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COUNTY OF TARRANT

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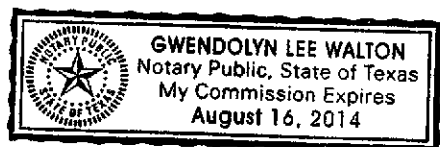
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This instrument was acknowledged before me on this the 11 day of January 2011
by

Edward G. Winnick, Jr.

Crystal M. Winnick

Gwendolyn Lee Walton
Notary Public, State of Texas



ACKNOWLEDGMENTS

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the ____ day of _____, 2011, by **Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

Notary Public in and for The State of _____

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____ day of _____, 2011, by **Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____